

**WESTFIELD REDEVELOPMENT COMMISSION
RESOLUTION NO. 5-2011**

**RESOLUTION OF THE
WESTFIELD REDEVELOPMENT COMMISSION
PLEDGING TAX INCREMENT AND APPROVING CERTAIN
AGREEMENTS FOR THE MS WESTFIELD PROJECT**

WHEREAS, on July 7, 2009, the Redevelopment Commission (the “Redevelopment Commission”) of the City of Westfield (the “City”) adopted Declaratory Resolution No. 2-2009 (the “Original Declaratory Resolution”) establishing the Grand Junction Economic Development Area (the “Original Area”) as an economic development area under Indiana Code 36-7-14 and Indiana Code 36-7-25 *et seq.*, and all acts supplemental and amendatory thereto (collectively, the “Act”); and,

WHEREAS, the Original Declaratory Resolution (i) identified certain parcels of real estate to be included in and designated as the Original Area as required by Indiana Code 36-7-14-41, (ii) approved an economic development plan for the Original Area (the “Original Plan”), (iii) found that the Original Plan conforms to other development and redevelopment plans for the City, (iv) found that no Original Area residents will be displaced due to the Original Plan, and (v) designated the Original Area as an “allocation area” to be known as the “Grand Junction Economic Development Allocation Area” as required by Indiana Code 36-7-14-39 (the “Original Allocation Area”) and approved and incorporated the Factual Report (the “Original Report”) supporting the Original Declaratory Resolution and the Original Plan presented at the July 7, 2009 meeting of the Redevelopment Commission, which Original Plan contained specific recommendations for economic development of the Original Area, including road, infrastructure and drainage improvements to the Original Area and related improvements and equipment serving the Original Area as further described in the Original Plan (the “Original Project”); and,

WHEREAS, on July 20, 2009, the Redevelopment Commission submitted the Original Declaratory Resolution, the Original Plan and supporting data to the Westfield-Washington Advisory Planning Commission (the “Plan Commission”) and the Plan Commission issued its written Order approving the Original Declaratory Resolution and the Original Plan as submitted; and,

WHEREAS, on August 10, 2009, the Common Council of the City (the “Common Council”) approved the Order of the Plan Commission and approved the creation of the Original Area and approved the actions of the Redevelopment Commission establishing the Original Area pursuant to Indiana Code 36-7-14-16(b) and Indiana Code 36-7-14-41(c); and,

WHEREAS, on August 12, 2009, after publishing notice of and conducting a public hearing in accordance with the Act, the Redevelopment Commission adopted Resolution 5-2009 confirming the Original Declaratory Resolution (the “Original Confirmatory Resolution”); and,

WHEREAS, the Declaratory Resolution and the Plan have subsequently been amended in accordance with the Act; and

WHEREAS, the City is issuing its Economic Development Revenue Bonds, Series 2011 (MS Westfield Project) (the “Bonds”), pursuant to a Bond Purchase and Agreement (the “Bond Purchase and Loan Agreement”), among the City, MS Westfield, LLC (the “Borrower”) and the purchaser(s) of the Bonds, the proceeds of which will be provided to the Borrower for a portion of the (a) the acquisition, design, construction, improvement and equipping of a new assisted living and skilled nursing facility consisting of approximately 100 units (70 skilled nursing units and 30 assisted living units) to be located in Westfield, Indiana on approximately 7.5 acres of land on the south side of the future 186th Street just west of Tomlinson Road; (b) construction of certain public infrastructure improvements including the extension of 186th Street; and (c) any costs related thereto (collectively, the “Project”) in the Mainstreet Project Sub-Allocation Area of the Grand Junction Economic Consolidated Development Area and serving or benefiting the Allocation Area (the “Mainstreet Project Sub-Allocation Area”); and

WHEREAS, in order to induce the Borrower to complete the Project, the Redevelopment Commission has determined that it is in the best interest of the City and its residents to pledge to those Bonds to which the Mainstreet Project Sub-Allocation TIF Revenues (hereinafter defined) are pledged the lesser of an amount of real property tax proceeds attributable to the assessed valuation generated within the Mainstreet Project Sub-Allocation Area in excess of the assessed valuation described in Indiana Code 36-7-14-39(b)(1), as such statutory provisions exist on the issue date of the Bonds, which is sufficient to pay the debt service and any applicable costs pursuant to the Bond Purchase and Loan Agreement on the Bonds due on an annual basis (the “Mainstreet Project Sub-Allocation TIF Revenues”) in the event that payments made by the Borrower pursuant to the Bond Purchase and Loan Agreement and the note issued thereunder are insufficient or the annual amount of Mainstreet Project Sub-Allocation TIF Revenues. Depreciable personal property within the Area shall not be included within the Mainstreet Project Sub-Allocation TIF Revenues and have not been deemed necessary for completion of the Project. The total real property tax proceeds attributable to the assessed valuation within the Area in excess of the assessed valuation described in Indiana Code 36-7-14-39(b)(1), as such statutory provisions exist on the issue date of the Bonds, shall be known as the “Mainstreet Project Sub-Allocation TIF Revenues”; and

WHEREAS, the Redevelopment Commission believes that the approval of the Economic Development Agreement between the City, the Borrower and the Redevelopment Commission (the “Economic Development Agreement”), the Bond Purchase and Loan Agreement and the pledging of such Mainstreet Project Sub-Allocation TIF Revenues will help further the accomplishment of the Plan;

NOW, THEREFORE, BE IT RESOLVED BY THE WESTFIELD REDEVELOPMENT COMMISSION, THAT:

1. The Redevelopment Commission hereby finds that the pledge of Mainstreet Project Sub-Allocation TIF Revenues pledged under the Bond Purchase and Loan Agreement

and the Economic Development Agreement will help accomplish the Plan for the Grand Junction Consolidated Economic Development Area and the Plan for the Mainstreet Project Sub-Allocation Area and will promote the economic development of the City, the Grand Junction Area and the Mainstreet Project Sub-Allocation Area.

2. In the event that payments made by the Borrower pursuant to the Bond Purchase and Loan Agreement and the note issued thereunder are insufficient, the Redevelopment Commission hereby irrevocably pledges to those Bonds to which the Mainstreet Project Sub-Allocation TIF Revenues are pledged the lesser of an amount of the Mainstreet Project Sub-Allocation TIF Revenues as set forth in and due under the Bond Purchase and Loan Agreement for a term of years not less than the term of such Bonds to which this pledge is applicable or the annual amount of Mainstreet Project Sub-Allocation TIF Revenues. There are no prior liens, encumbrances or other restrictions on the Redevelopment Commission's ability to pledge the Mainstreet Project Sub-Allocation TIF Revenues.

3. The Redevelopment Commission reserves the right to enter into other obligations or leases payable from Mainstreet Project Sub-Allocation TIF Revenues, in whole or in part, and to pledge the Mainstreet Project Sub-Allocation TIF Revenues on a parity with the pledge for the Bonds, in accordance with the following requirements, for the purpose of raising money for future local public improvements in, serving or benefiting the Mainstreet Project Sub-Allocation Area (the "Parity Obligations"). The authorization and issuance of such Parity Obligations shall be subject to the following conditions precedent:

(a) All payments due under the Bonds and any Parity Obligations payable from the Mainstreet Project Sub-Allocation TIF Revenues shall be current to date in accordance with the terms thereof, with no payment in arrears.

(b) For Parity Obligations payable from Mainstreet Project Sub-Allocation TIF Revenues, without a special benefits tax levy under Indiana Code 36-7-14-27, an unlimited property tax levy, or a pledge of any other taxes of general applicability authorized to pay such Parity Obligations, the City shall have received a certificate prepared by an independent, qualified accountant or feasibility consultant (the "Certifier") certifying the amount of the Mainstreet Project Sub-Allocation TIF Revenues estimated to be received in each succeeding year, adjusted as provided below, which estimated amount shall be at least equal to one hundred twenty-five percent (125%) of the debt service requirements with respect to the outstanding Bonds, and the proposed Parity Obligations, for each respective year during the term of the outstanding Bonds, and Parity Obligations. In estimating the Mainstreet Project Sub-Allocation TIF Revenues to be received in any future year, the Certifier shall base the calculation on assessed valuation actually assessed or estimated to be assessed as of the assessment date immediately preceding the issuance of the Parity Obligations; provided, however, the Certifier shall adjust such assessed values for the current and future reductions of real and personal property tax abatements granted to property owners in the Mainstreet Project Sub-Allocation Area and the Certifier may take into account the effect of reassessment on Mainstreet Project Sub-Allocation TIF Revenues to the extent it can be reasonably estimated. Parity Obligations secured by a special benefits tax levy under Indiana Code 36-7-14-27, by an unlimited property

tax levy or by a pledge of any other taxes of general applicability may be entered into without meeting the foregoing requirements in this subsection (b).

(c) Principal of and interest on any Parity Obligations or junior obligations and lease rental on Parity Obligations which are leases shall be payable semiannually in approximately equal installments on February 1 and August 1, or on such dates as recommended by the Redevelopment Commission's financial advisor.

The Redevelopment Commission shall approve and confirm the findings and estimates set forth in the above-described certificate in any resolution authorizing the Parity Obligations. Except as provided in this Resolution, the terms and conditions of any Parity Obligations shall be set forth in the resolution authorizing such Parity Obligations.

The Redevelopment Commission reserves the right to enter into obligations payable from Mainstreet Project Sub-Allocation TIF Revenues that are junior and subordinate to the Bonds.

4. The Commission hereby approves the Economic Development Agreement, the Bond Purchase and Loan Agreement and authorizes their execution and delivery, all for the purposes hereinabove provided.

5. The President or the Vice President and the Secretary of the Redevelopment Commission are each hereby authorized and directed, in the name and on behalf of the Commission, to execute and deliver any and all other agreements, documents and instruments, perform any and all acts, approve any and all matters, and do any and all other things deemed by him to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of this Resolution (including the preambles hereto and the documents mentioned herein), the Project and the issuance and sale of the Bonds, and any such execution, performance, approval or doing of other things heretofore effected be, and hereby is, ratified and approved.

6. The Secretary of the Commission is hereby directed to present the Economic Development Agreement and the Bond Purchase and Loan Agreement to the Common Council for approval in order to provide for the orderly and timely development of the Project.

7. This Resolution shall be effective upon passage.

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ADOPTED AND PASSED THIS 12TH DAY OF SEPTEMBER, 2011,
BY A VOTE OF ____ IN FAVOR AND ____ OPPOSED, BY THE
WESTFIELD REDEVELOPMENT COMMISSION, HAMILTON COUNTY, INDIANA.

By: _____
Pete Emigh, President

By: _____
Doug Holtz, Vice President

By: _____
Scott Robison, Secretary

By: _____
Joseph E. Ingalls, Member

By: _____
Joseph Plankis, Member

ATTEST:

This resolution prepared by:

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317-238-6239

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law.

James T. Crawford, Jr., Attorney at Law